

Shalby Limited**Corporate Governance Report for quarter ended September 30, 2021**

Scrip code	540797
NSE Symbol	SHALBY
MSEI Symbol	NOTLISTED
ISIN	INE597J01018
Name of the entity	SHALBY LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Shalby Limited

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson																
Whether Chairperson is related to MD or CEO																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	VIKRM SHAH	AXXXXXX3X	00011653	Executive Director Chairperson related to Promoter MD	13-12-1962	NA		30-08-2004	27-03-2020	-		1	0	1	0
2	Mr	SHYAMAL JOSHI	AXXXXXX0X	00005766	Non-Executive - Independent Director	12-08-1949	Yes	27-09-2021	01-06-2010	17-05-2021	-	4	2	2	5	2
3	Mr	UMESH MENON	AXXXXXX1X	00086971	Non-Executive - Independent Director	15-04-1971	NA		20-12-2016	20-12-2016	-	57	1	1	2	1
4	Mr	ASHOK BHATIA	AXXXXXX0X	02090239	Non-Executive - Non Independent Director	13-02-1954	NA		23-10-2017	23-10-2017	-		1	0	0	0
5	Mr	TEJ MALHOTRA	AXXXXXX3X	00122419	Non-Executive - Independent Director	09-06-1950	NA		23-02-2017	23-02-2017	-	55	1	1	1	0
6	Mrs	SUJANA SHAH	AXXXXXX8X	08100410	Non-Executive - Independent Director	28-05-1977	NA		07-05-2018	07-05-2018	-	40	1	1	1	0
7	Mr	SUSHOBHAN DASGUPTA*	AXXXXXX5X	06381955	Non-Executive - Non Independent Director	02-12-1962	NA		17-05-2021	-	-		1	0	0	0

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II. Composition of Committee

Sr	Name of Committee	DIN	Name of Committee members	Category (Chairperson/ Executive/ NonExecutive/ Independent) \$	Date of Appointment	Date of Cession	Whether the Committees has a Regular Chairperson
1	Audit and Risk Management Committee	00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	01-06-2010	-	
		00122419	Mr. Tej Malhotra	Non-Executive Independent Director - Member	23-02-2017	-	
		08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Member	07-05-2018	-	
2	Nomination and Remuneration Committee	00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	30-06-2014	-	
		08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Member	07-05-2018	-	
3	Stakeholders Relationship Committee	00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	20-12-2016	-	Yes
		00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	
		00011653	Dr. Vikram Shah	Executive Director - Member	20-12-2016	-	
4	Risk Management Committee	00011653	Dr. Vikram Shah	Executive Director - Chairperson	09-08-2021	-	Yes
		00086971	Mr. Shyamal Joshi	Non- Executive Independent Director - Member	09-08-2021	-	
		08100410	Mrs. Sujana Shah	Non- Executive Independent Director - Member	09-08-2021	-	
5	Corporate Social Responsibility Committee	08100410	Mrs. Sujana Shah	Non-Executive Independent Director - Member	07-05-2018	-	Yes
		00005766	Mr. Shyamal Joshi	Non-Executive Independent Director - Member	30-06-2014	-	
		00086971	Mr. Umesh Menon	Non-Executive Independent Director - Chairman	20-12-2016	-	

Shalby Limited

III Meetings of Board of Directors

Sr	Date(s) of Meeting (if any) in previous quarter	Date(s) of Meeting (if any) in relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of quorum met (details)	Number of directors present (other than Independent Director)	Number of Independent Directors attending the meeting
1	05-05-2021			Yes	3	3
2	14-05-2021		8	Yes	3	3
3		09-08-2021	86	Yes	3	4

IV. Meetings of Committee

Sr	Name of Committee	Date(s) of Meetings [Enter date of previous quarter and current quarter in Chronological order]	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of quorum met (details)	Number of directors present (other than Independent Director)	Number of Independent Directors attending the meeting
1	Audit Committee	05-05-2021		Yes	1	3
2	Audit Committee	09-08-2021	95	Yes	0	4
3	Nomination and Remuneration Committee	14-05-2021		Yes	1	2
4	Stakeholder Relationship Committee	05-05-2021		Yes	1	2
5	Corporate Social Responsibility Committee	05-05-2021		Yes	2	1

V. Related Party Transactions

Sr	Subject	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Shalby Limited**VI. Affirmation**

Sr	Subject	Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Note - 1
Note	As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 as amended on 5th May 2021, top 1000 listed entities (based on market capitalization as on 31st March of previous year) are required to form the Risk Management Committee. Since, our Company falls under top 1000 listed entities (based on market capitalization as on 31st March 2021), the Company has formed Risk Management Committee w.e.f. 9th August 2021 and accordingly, disclosure have been made.	

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				Add Notes

Annexure III		
1	Name of signatory	Tushar Shah
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. Refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(D) Additional Information			
II. Affirmations			Add Notes
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in		Yes	Add Notes
Name	Prahlad Rai Inani		
Designation	CFO		
Place	Ahmedabad		
Date	18-10-2021		

Signatory Details

Name of signatory	TUSHAR SHAH
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	18-10-2021